

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

Dt.: 02-09-2017

Sub: Notice of Annual General Meeting (AGM)

Dear Sir,

Please find enclosed herewith copy of notice of 38 Annual General Meeting of the Company to be held on Wednesday, 27th September, 2017 at registered office at SP-460, Matsya Industrial Area, Alwar, Rajasthan 301030.

Thanking,

Yours faithfully,

For Lords Chloro Alkali Limited


Rajiv Kumar

Chief Financial Officer

Encl: as above

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **LORDS CHLORO ALKALI LIMITED** will be held on Wednesday, 27th September 2017 at 10.30 a.m. at the registered office at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Shri Rakesh Ahuja (DIN: 00224315), who retires by rotation at this meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of Statutory Auditor of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in line with the resolution passed by the shareholders in their 37th Annual General Meeting (AGM) held for the F/Y 2015-16 appointing of M/s. Gupta Vigg & Co., Chartered Accountants (FRN:001393N) for a period of Five years and pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), the members of the Company hereby ratifies their appointment as statutory auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held for the financial year 2017-18, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **To re-appoint Shri Rajbir Singh Makhni as an Independent Director of the Company.**

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Rajbir Singh Makhni (DIN: 01161473), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

5. To re-appoint Shri Pawan Kumar Nayyar as an Independent Director of the Company.

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Pawan Kumar Nayyar (DIN: 01798719), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

6. To re-appoint Shri Sandeep Chaudhari as an Independent Director of the Company.

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Sandeep Chaudhari (DIN: 02719351), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

7. To re-appoint Shri Chandra Shakher Pathak as an Independent Director of the Company.

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Chandra Shakher Pathak (DIN: 02973601), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

8. To re-appoint Mrs. Poonam Rawat as an Independent Director of the Company.

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mrs. Poonam Rawat (DIN: 00821310), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

9. To re-appoint of Shri Shiv Dutt Sharma as an Independent Director of the Company.

To consider and, if thought fit, with or without modification to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Shiv Dutt Sharma (DIN: 03197973), who was appointed as an independent director in the 35th AGM and who holds office of Independent Director upto 29th September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30, 2017.”

10. To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the

members of the Company be and is hereby accorded for ratification of remuneration, as approved by the Board of Directors and set out in the statement annexed to the notice, to be paid to the Cost Auditors M/s. Goyal, Goyal & Associates, Cost Accountants, Delhi (FRN : 000100) appointed by the Board of Directors at their meeting held on 29th May, 2017 to conduct the audit of the cost records of the company for the Financial Year 2017-18.

11. To Approve Related Party Transactions.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to enter into the material related party transactions by the Company of the value of Rs. 25 Crores (Rupees Twenty Five Crores only) as per details as set out under item no. 11 of the Statement annexed to this notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

**For and on behalf of the Board
For Lords Chloro Alkali Limited**

**Place: New Delhi
Date: 17-08-2017**

**(Ajay Virmani)
Managing Director
DIN: 00758726**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxy Form should be lodged with the company at the registered office not later than 48 hours before the commencement of the above meeting i.e. by 10:30 a.m. of 25th September, 2017.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representative to attend & vote on their behalf at the AGM.
3. Members/ Proxies are requested to bring their copies of the Annual Report to the meeting.
4. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23rd September, 2017 to Wednesday, 27th September, 2017 (both days inclusive).
6. Brief resume of Directors, those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which they also hold directorships and the membership of Committees of the board and shareholding of non-executive directors as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as Secretarial Standard 2 issued by The Institute of Company Secretaries of India, are annexed to the Notice of AGM.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the company on all working days between 11.00 AM to 1.00 PM except Saturdays & Sundays upto the date of the AGM.

8. The Members are requested to notify promptly any change in their address to the Company's Registrar and Transfer Agent, M/s. Alankit Assignments Ltd. (RTA).
9. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical forms may file nomination in the prescribed Forms SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, nomination form may be filed with the respective Depository Participants (DP).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent (RTA), M/s. Alankit Assignments Ltd.
11. Members are informed that the Company is sending Annual Report through email to those members who have registered their E-mail address with the Company. For members who have not registered their email address, physical copy of the Annual Report are being sent in the permitted mode. Members may also note that the Annual Report for the FY 2016-17 will also be available on the Company's website www.lordschloro.com for their download.
- 12. Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on Saturday 23rd September, 2017 (9:00 am) and ends on Tuesday 26th September, 2017 (5:00 pm). During this period member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e- voting then you can use your existing user ID and password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put your user ID and password. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "Lords Chloro Alkali Limited".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of

the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to awanishcorporate@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday 21st September, 2017.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/Registrar and Share Transfer Agent.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Shri Awanish K. Dwivedi (C.P. No 9080), proprietor of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.lordschloro.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**For and on behalf of the Board
For Lords Chloro Alkali Limited**

**Place: New Delhi
Date: 17-08-2017**

**(Ajay Virmani)
Managing Director
DIN: 00758726**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.

ITEM NO. 4 to 9

The Members of the Company, at the 35th Annual General Meeting held on September 30, 2014 had approved the appointments of Shri Rajbir Singh Makhni, Shri Pawan Kumar Nayyar, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma, respectively as an Independent Director on the Board of Directors of the Company pursuant to the provisions of section 149 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile clause 49 of the Listing Agreement with the Stock Exchange. They hold office as Independent Director of the Company up to 29th September, 2017 ("first term in line" with explanation to section 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Director, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Rajbir Singh Makhni, Shri Pawan Kumar Nayyar, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma as Independent Directors for a second term of 5 (Five) consecutive years on the Board of the Company.

Except Mr. Rajbir Singh Makhni, who holds 50,500 Equity Shares of the Company, none of the other appointee Directors have any holding in the company.

As per Section 149(10) of the Companies Act, 2013 (CA2013), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. Section 149 (11) provides that an Independent Director may hold office for up to two consecutive terms.

In the opinion of the Board, all the appointee Directors fulfills the conditions specified in the Act. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Shri Rajbir Singh Makhni, Shri Pawan Kumar Nayyar, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma for the office of independent directors of the Company.

The Company has also received declaration of independency from each such appointee directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4,5,6,7,8 and 9 are provided in the "Annexure" to the Notice pursuant to provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Rajbir Singh Makhni, Shri Pawan Kumar Nayyar, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma are interested in the resolutions set out respectively at Item Nos. 4, 5, 6, 7, 8 and 9 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Accordingly, the Board recommends passing of the Resolutions set at Item No. 4 to 9 of the Notice as Special Resolutions.

ITEM NO. 10

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment & remuneration of the Cost Auditor M/s. Goyal, Goyal & Associates, Cost Accountants, New Delhi (FRN : 000100) to conduct the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 25,000/ (Rupees Twenty Five Thousand).

Pursuant to the provisions of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members sought for passing an Ordinary Resolution as set out at item no. 10 of the notice for ratification of remuneration payable to the cost auditors for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at item no. 10 of the notice.

Hence, your Directors recommend you to pass the proposed resolution as mentioned in item no. 10 of the notice, as an Ordinary Resolution.

ITEM NO. 11

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 requires to obtain shareholders' approval for certain Related Party Transactions (RPT).

Your Company, therefore, pursuant to Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 disclose the details of proposed RPT as under:

Sr. No.	Particulars/ Nature & material Terms of Transaction & duration	Name of Related Party	Name of Director/ KMP Who Is Related And Nature of Their Relationship	Amount (In Aggregate)
1.	Sale & Purchase of Hydrogen gas and allied products (for 10 Years)	Cirrus Chemicals Private Limited	- Mr. Rakesh Ahuja, Mr. Yuvraj Ahuja and Mr Madhav Dhir <i>(Indirectly related as their relatives are shareholders in Cirrus Chemicals Private Limited)</i> - Mrs. Poonam Rawat is a common Director;	25 Crore (both sale & Purchase in aggregate) for each Financial Year separately.

As per Section 188(1) of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of shareholders through Ordinary Resolution and the Related Party shall abstain from voting on such resolution, whether the entity is a related party to the particular transaction or not.

The Board, therefore, recommends the Resolution set out at Item No. 11 of the Notice for the approval of the Members in terms of Regulation 23 (4) of the SEBI (LODR).

Except the above-mentioned Directors, None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Hence your Director recommend you to pass the proposed resolution as mentioned in Item No. 11 of the notice as an **Ordinary Resolution**.

**For and on behalf of the Board
For Lords Chloro Alkali Limited**

**Place: New Delhi
Date: 17-08-2017**

**(Ajay Virmani)
Managing Director
DIN: 00758726**

Annexure to the Notice

Details of Directors seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Shri Rakesh Ahuja
Director Identification No.	00224315
Date of Birth	15/06/1962
Brief Resume	Shri Rakesh Ahuja, aged 55 years, is a Non-Executive Director and one of the Promoters of your Company. As a Non-Executive Director, he advises the management of the Company on all strategic matters relating to existing and future business of your Company.
Date of Appointment	28/03/2005
Expertise in Specific Functional Area	Businessman
Disclosure of relationships between directors inter-se	He is relative of Shri Yuvraj Ahuja, other Non-Executive Promoter Director of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	33,31,447

Name of Director	Shri Rajbir Singh Makhni
Director Identification No.	01161473
Date of Birth	17/05/1958
Brief Resume	Shri Rajbir Singh Makhni, aged 59 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on Financial Matters of your Company.
Date of Appointment	30/06/2010
Expertise in Specific Functional Area	Finance & Accounts
Disclosure of relationships between directors inter-se	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	50,500

Name of Director	Shri Pawan Kumar Nayyar
Director Identification No.	01798719
Date of Birth	01/07/1958
Brief Resume	Shri Pawan Kumar Nayyar, aged 59 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on all Financial matters relating to your Company.
Date of Appointment	30/07/2007
Expertise in Specific Functional Area	Financial Advisor
Disclosure of relationships between directors inter-se	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	Nil

Name of Director	Shri Sandeep Chaudhari
Director Identification No.	02719351
Date of Birth	01/06/1966
Brief Resume	Shri Sandeep Chaudhari, aged 51 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on all strategic matters relating to existing and future business of your Company.
Date of Appointment	22/06/2010
Expertise in Specific Functional Area	Businessman
Disclosure of relationships between directors inter-se	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	Nil

Name of Director	Shri Chandra Shakher Pathak
Director Identification No.	02973601
Date of Birth	18/06/1971
Brief Resume	Shri C.S. Pathak, aged 46 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on all matters relating to Finance and Accounts of your Company.
Date of Appointment	30/06/2010
Expertise in Specific Functional Area	Finance & accounts
Disclosure of relationships between directors inter-se	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	Nil

Name of Director	Mrs. Poonam Rawat
Director Identification No.	00821310
Date of Birth	03/09/1978
Brief Resume	Mrs. Poonam Rawat, aged 39 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on all Legal matters relating to your Company.
Date of Appointment	25/03/2012
Expertise in Specific Functional Area	Legal
Disclosure of relationships between directors inter-se	She is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	Nil

Name of Director	Shri Shiv Dutt Sharma
Director Identification No.	03197973
Date of Birth	20/09/1944
Brief Resume	Shri Shiv Dutt Sharma, aged 73 years, is a Non-Executive Independent Director of your Company. As a Non-Executive Independent Director, he advises us on all strategic matters relating to your Company.
Date of Appointment	30/06/2010
Expertise in Specific Functional Area	B.E. (Civil)
Disclosure of relationships between directors inter-se	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which he holds the directorship as on 31.03.2017	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.03.2017	Lords Chloro Alkali Limited
No. of equity shares held as on 31.03.2017	Nil

LORDS CHLORO ALKALI LIMITED

CIN No. : L24117RJ1979PLC002099

Registered Office: SP-460, MIA, Alwar Rajasthan-301 030

Corporate Office : A-264, 1st Floor, Defence Colony, New Delhi -110 024

Email Id.: secretarial@lordschloro.com Ph. No. : 011 46865999

ATTENDANCE SLIP

Name(s) of Shareholder(s) :
(In block letters (including joint holders, if any))
Registered Address of the sole / :
First named member

Registered Folio No. /
DPID No. & Client ID No.

No. of Shares held

I/ we hereby record my/our presence at the 38th Annual General Meeting of the company being held on Wednesday 27th September, 2017 at 10.30 A. M. at registered office of the Company at SP- 460, Matsya Industrial Area, Alwar (Rajasthan) 301030.

Signature of the Member/ Proxy present.....

Notes:

1. Shareholder/ Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and handover at the entrance duly signed.
2. Please cut here and bring the above attendance slip to the meeting.

E-VOTING INFORMATION

EVEN (Electronic Voting Event Number)	User ID	Password

Please see note no. 12 to the Notice dated 17th August, 2017 convening the AGM for the procedure with respect to e-voting.

Note: The remote e-voting period commences on 23rd September, 2017 (at 9.00 A. M.) and ends on 26th September, 2017 (at 5.00 P.M.)

LORDS CHLORO ALKALI LIMITED

Registered Office: SP-460, MIA, Alwar Rajasthan-301 030
Corporate Office : A-264, 1st Floor, Defence Colony, New Delhi -110 024
CIN No. : L24117RJ1979PLC002099; **Ph. No. :** 011 46865999
Email Id.: secretarial@lordschloro.com; **Website:** www.lordschloro.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
DP ID and Client Id / Folio No.

I/We, being the member (s) ofshares of the above named Company, hereby appoint

1. Name: Address:
E-mail Id: Signature:..... or failing him
2. Name: Address:
E-mail Id: Signature:..... or failing him
3. Name: Address:
E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Wednesday the 27th day of September, 2017 at 10.30 A.M. at the Registered office of the Company at SP-460, MIA, Alwar, Rajasthan-301030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso- lution No.	Ordinary Business	Optional*	
		For	Against
1.	To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31 st March, 2017 and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Rakesh Ahuja (DIN: 00224315), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of M/s Gupta Vigg.& Co., Chartered Accountants (FRN:001393N) as statutory Auditors of the Company.		
	Special Business		
4.	To re-appoint Shri Rajbir Singh Makhni as an Independent Director of the company.		
5.	To re-appoint Shri Pawan Kumar Nayyar as an Independent Director of the company.		
6.	To re-appoint Shri Sandeep Chaudhari as an Independent Director of the company.		
7.	To re-appoint Shri Chandra Shakher Pathak as an Independent Director of the company.		
8.	To re-appoint Mrs. Poonam Rawat as an Independent Director of the company.		
9.	To re-appoint Shri Shiv Dutt Sharma as an Independent Director of the company.		
10.	To ratify remuneration of the Cost Auditors for the Financial Year 2017-18		
11.	To approve the Related Party Transaction		

* It is optional to put "x" in the appropriate column against the resolutions indicated in the box. If you leave the ' For ' or 'Against' column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she thinks appropriate.

Signed this..... day of.....

Signature of Member

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Affix the
revenue
stamp of
Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 10:30 am 25th September, 2017.
2. For the Resolutions, Explanatory Statements and notes, please refer to the notice of the 38th Annual General Meeting of the Company.
3. Please complete all details including detail of member(s) in above box before submission.